

B1 (Official Form 1)(1/08)

United States Bankruptcy Court District of Nevada		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Herbst Gaming, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 88-0446145		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 3440 W. Russell Rd. Las Vegas, NV		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 89118		ZIP Code
County of Residence or of the Principal Place of Business: Clark		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP Code		ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> Nature of Debts (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts. </div> </div>
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> OVER 100,000</div> </div>		
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Herbst Gaming, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="margin-left: 40px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 40px;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Herbst Gaming, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X  _____
Signature of Attorney for Debtor(s)

Thomas H. Fell, Esq. Nevada Bar No. 3717

Printed Name of Attorney for Debtor(s)

Gordon Silver

Firm Name

**3960 Howard Hughes Parkway
Ninth Floor
Las Vegas, NV 89169**

Address

(702) 796-5555

Telephone Number

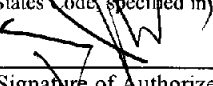
3-22-09
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

X  _____
Signature of Authorized Individual

Troy D. Herbst

Printed Name of Authorized Individual

Secretary/Treasurer

Title of Authorized Individual

3-22-09
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
California Prospectors, Ltd. District of Nevada	Affiliate	
Cardivan Company District of Nevada	Affiliate	
Corral Coin, Inc. District of Nevada	Affiliate	
Corral Country Coin, Inc. District of Nevada	Affiliate	
Dayton Gaming, Inc. District of Nevada	Affiliate	
E-T-T Enterprises, LLC District of Nevada	Affiliate	
E-T-T, Inc. District of Nevada	Affiliate	
Flamingo Paradise Gaming, LLC District of Nevada	Affiliate	
HGI-Lakeside, Inc. District of Nevada	Affiliate	
HGI-Mark Twain, Inc. District of Nevada	Affiliate	
HGI-St. Jo, Inc. District of Nevada	Affiliate	
Last Chance, Inc. District of Nevada	Affiliate	
Market Gaming, Inc. District of Nevada	Affiliate	
Plantation Investments, Inc. District of Nevada	Affiliate	
The Primadonna Company, LLC District of Nevada	Affiliate	
The Sands Regent District of Nevada	Affiliate	
Zante, Inc. District of Nevada	Affiliate	

United States Bankruptcy Court
District of Nevada

In re **Herbst Gaming, Inc.**
Debtor

Case No. _____

Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **0-71094**.
2. The following financial data is the latest available information and refers to debtor's condition on **September 30, 2008**.

a. Total assets	\$ <u>1,021,956,000.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>1,241,937,000.00</u>	
c. Debt securities held by more than 500 holders.		Approximate number of holders
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$ <u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock	<u>0</u>	<u>0</u>
e. Number of shares of common stock	<u>300</u>	<u>3</u>

Comments, if any:

3. Brief description of debtor's business:

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
Timothy P. Herbst Gaming Trust- 33.3%; Edward J. Herbst Gaming Trust-33.3%; and Troy D. Herbst Gaming Trust- 33.3%

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF HERBST GAMING, INC.,
a Nevada corporation**

The undersigned, being all of the members of the Board of Directors (the "*Board*") of Herbst Gaming, Inc., a Nevada corporation (the "*Corporation*"), hereby ratify and adopt the following resolutions, to be effective as of March 20, 2009:

WHEREAS: The undersigned deem it is in the best interest of the Corporation to file a voluntary petition in the United States Bankruptcy Court for the District of Nevada (the "*Bankruptcy Court*") pursuant to Chapter 11 of Title 11 of the United States Code ("*Chapter 11*").

RESOLVED: Troy D. Herbst ("*Herbst*"), as secretary of the Corporation, is hereby authorized, empowered and directed, for and on behalf of the Corporation, to execute and file on behalf of the Corporation a petition for relief under Chapter 11 in the Bankruptcy Court.

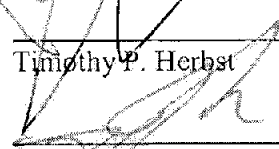
RESOLVED FURTHER: Herbst shall be designated as the natural person responsible for carrying out the duties of debtor and debtor-in-possession, including, but not limited to, executing all pleadings and paperwork required to effectuate the reorganization of the Corporation under Chapter 11.

RESOLVED FURTHER: The undersigned authorize, direct and ratify the Corporation's hiring of the law firm of Gordon Silver to represent the Corporation in such bankruptcy case.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed these resolutions and delivered them to the Secretary of the Corporation.



Edward J. Herbst



Timothy P. Herbst



Troy D. Herbst

John F. O'Reilly

John Brewer

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF HERBST GAMING, INC.,
a Nevada corporation**

The undersigned, being all of the members of the Board of Directors (the "*Board*") of Herbst Gaming, Inc., a Nevada corporation (the "*Corporation*"), hereby ratify and adopt the following resolutions, to be effective as of _____, 2009:

WHEREAS: The undersigned deem it is in the best interest of the Corporation to file a voluntary petition in the United States Bankruptcy Court for the District of Nevada (the "*Bankruptcy Court*") pursuant to Chapter 11 of Title 11 of the United States Code ("*Chapter 11*").

RESOLVED: Troy D. Herbst ("*Herbst*"), as secretary of the Corporation, is hereby authorized, empowered and directed, for and on behalf of the Corporation, to execute and file on behalf of the Corporation a petition for relief under Chapter 11 in the Bankruptcy Court.

RESOLVED FURTHER: Herbst shall be designated as the natural person responsible for carrying out the duties of debtor and debtor-in-possession, including, but not limited to, executing all pleadings and paperwork required to effectuate the reorganization of the Corporation under Chapter 11.

RESOLVED FURTHER: The undersigned authorize, direct and ratify the Corporation's hiring of the law firm of Gordon Silver to represent the Corporation in such bankruptcy case.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed these resolutions and delivered them to the Secretary of the Corporation.

Edward J. Herbst

Timothy P. Herbst

Troy D. Herbst

John F. O'Reilly

John Brewer

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF HERBST GAMING, INC.,
a Nevada corporation**

The undersigned, being all of the members of the Board of Directors (the "*Board*") of Herbst Gaming, Inc., a Nevada corporation (the "*Corporation*"), hereby ratify and adopt the following resolutions, to be effective as of _____, 2009:

WHEREAS: The undersigned deem it is in the best interest of the Corporation to file a voluntary petition in the United States Bankruptcy Court for the District of Nevada (the "*Bankruptcy Court*") pursuant to Chapter 11 of Title 11 of the United States Code ("*Chapter 11*").

RESOLVED: Troy D. Herbst ("*Herbst*"), as secretary of the Corporation, is hereby authorized, empowered and directed, for and on behalf of the Corporation, to execute and file on behalf of the Corporation a petition for relief under Chapter 11 in the Bankruptcy Court.

RESOLVED FURTHER: Herbst shall be designated as the natural person responsible for carrying out the duties of debtor and debtor-in-possession, including, but not limited to, executing all pleadings and paperwork required to effectuate the reorganization of the Corporation under Chapter 11.

RESOLVED FURTHER: The undersigned authorize, direct and ratify the Corporation's hiring of the law firm of Gordon Silver to represent the Corporation in such bankruptcy case.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, have executed these resolutions and delivered them to the Secretary of the Corporation.

Edward J. Herbst

Timothy P. Herbst



Troy D. Herbst

John F. O'Reilly



John Brewer

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Nevada

In re **Herbst Gaming, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
7% Senior Subord. Notes due 11/15/12 U.S. Bank, N.A. Attn: Corporate Trust Dept. 60 Livingston Ave. Saint Paul, MN 55107-2292	7% Senior Subord. Notes due 11/15/12 U.S. Bank, N.A. Attn: Corporate Trust Dept. Saint Paul, MN 55107-2292	Notes due 11/15/12		170,000,000.00
8 1/8 % Senior Subord. Notes due 6/1/12 c/o U.S. Bank, N.A. Attn: Frank Leslie 60 Livingston Ave. Saint Paul, MN 55107-2292	8 1/8 % Senior Subord. Notes due 6/1/12 c/o U.S. Bank, N.A. Attn: Frank Leslie Saint Paul, MN 55107-2292	Notes due 06/01/12		160,000,000.00
Paul Roshetki c/o Adam Levine, Esq. Daniel Marks Law Office 302 E. Carson Ave., Ste 702 Las Vegas, NV 89101	Paul Roshetki c/o Adam Levine, Esq. Daniel Marks Law Office Las Vegas, NV 89101	Judgment Creditor	Contingent Unliquidated Disputed	1,342,662.00
Casey Cavin c/o Patrick J. Murphy, Esq. 1100 East Bridger Avenue Las Vegas, NV 89101	Casey Cavin c/o Patrick J. Murphy, Esq. 1100 East Bridger Avenue Las Vegas, NV 89101	Pending personal injury lawsuit; case no. 08-A571909	Contingent Unliquidated Disputed	Unknown
Donald Phillips 867 Lamb, #106 Las Vegas, NV 89110	Donald Phillips 867 Lamb, #106 Las Vegas, NV 89110	Personal Injury claimant	Contingent Unliquidated Disputed	Unknown
KMart Corporation c/o Susan M. Sherrod, Esq. Akin, Winner & Sherrod 1117 S. Rancho Dr. Las Vegas, NV 89102	KMart Corporation c/o Susan M. Sherrod, Esq. Akin, Winner & Sherrod Las Vegas, NV 89102	Pending lawsuit for breach of contract	Contingent Unliquidated Disputed	Unknown
Lathan Dilger 361 Huracan Street Pahrump, NV 89048	Lathan Dilger 361 Huracan Street Pahrump, NV 89048	Personal Injury claimant	Contingent Unliquidated Disputed	Unknown

B4 (Official Form 4) (12/07) - Cont.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Patrick Sims c/o David J. Churchill, Esq. Justice Injury Lawyers 400 S. Fourth Street, Ste. 270 Las Vegas, NV 89101	Patrick Sims c/o David J. Churchill, Esq. Justice Injury Lawyers Las Vegas, NV 89101	Pending personal injury lawsuit in the District Court, Clark County, Nevada; case no. 08-A574955	Contingent Unliquidated Disputed	Unknown
United Coin Machine, Co. c/o Michael Rounds, Esq. 5371 Kietzke Lane Reno, NV 89511	United Coin Machine, Co. c/o Michael Rounds, Esq. 5371 Kietzke Lane Reno, NV 89511	Pending United States District Court Case.	Contingent Unliquidated Disputed	Unknown

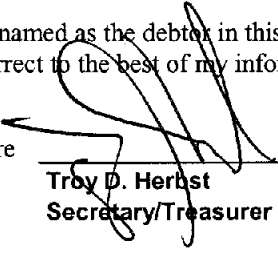
**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Secretary/Treasurer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date

3-22-09

Signature


Troy D. Herbst
Secretary/Treasurer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
District of Nevada

In re **Herbst Gaming, Inc.**

Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	7	891,043.50		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		847,960,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		331,342,662.00	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	3			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		20			
Total Assets			891,043.50		
Total Liabilities				1,179,302,662.00	

United States Bankruptcy Court
District of Nevada

In re **Herbst Gaming, Inc.**

Debtor

Case No. _____

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule F, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		U.S. Bank Account- Eurosweep Investment; account no. xxxxxxxx4221	-	0.00
		U.S. Bank Account- General Account; acct. no. xxxxxxx0434	-	0.00
		U.S. Bank Account- Corporate Health Benefits; acct. no. xxxxxxxx4575	-	0.00
		U.S. Bank Account -Workers Compensation; acct. no. xxxxxxxx5366	-	0.00
		Community Bank of Nevada Account-Money Market; acct. no. xxxxx4301	-	0.00
		Community Bank of Nevada Account-Operating acct. no. xxxxx6010. Non-Interest Bearing	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
Sub-Total >				0.00
(Total of this page)				

6 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07)

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		U.S. Bank Account- Eurosweep Investment; account no. xxxxxxxx4221	-	0.00
		U.S. Bank Account- General Account; acct. no. xxxxxxxx0434	-	0.00
		U.S. Bank Account- Corporate Health Benefits; acct. no. xxxxxxxx4575	-	0.00
		U.S. Bank Account -Workers Compensation; acct. no. xxxxxxxx5366	-	0.00
		Community Bank of Nevada Account-Money Market; acct. no. xxxxx4301	-	0.00
		Community Bank of Nevada Account-Operating acct. no. xxxxx6010. Non-Interest Bearing	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > **0.00**
(Total of this page)

6 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		100% Stock ownership in Market Gaming, Inc.	-	Unknown
		100% stock ownership in Flamingo Paradise Gaming, LLC	-	Unknown
		100% Stock ownership in E-T-T Enterprises, LLC	-	Unknown
		100% Stock ownership in E-T-T, Inc.	-	Unknown
		100% Stock ownership in HGI-Mark Twain, Inc.	-	Unknown
		100% Stock ownership in HGI-Lakeside, Inc.	-	Unknown
		100% Stock ownership in The Sands Regent	-	Unknown
		100% Stock ownership in HGI-St. Jo., Inc.	-	Unknown
		100% Stock ownership in The Primadonna Company, LLC	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Refund of overpayment to Perella Weinberg	-	250,000.00

Sub-Total > **250,000.00**
(Total of this page)

Sheet 1 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Herbst Gaming, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Receivables - Other	-	59,160.99
		Returned Checks	-	157,373.40
		Credit Card Receivables	-	50,693.43
		Receivables - Other	-	133,117.42
		Guest Ledger Receivables	-	33,496.30
		Receivables - Groups	-	103,241.72
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Possible interest in In re Insurance Brokerage Antitrust Litigation	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			

Sub-Total > **537,083.26**
(Total of this page)

Sheet 2 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1968 White 9000 Tanker, VIN #692732	-	0.00
		1986 John Deere 410 D Backhoe, VIN #TO410DB809034	-	0.00
		1989 Ford E350 Diesel Conversion Flatbed, VIN #1FDKE37M8KHB52631	-	0.00
		1990 Peterbuilt 227 Refr., VIN #9DWST7J11LC014181	-	0.00
		1991 Chevy 1500 Pickup 4x4, VIN #2GECK19K7M1241557	-	0.00
		1993 Chevy 1500 Stakebed, VIN #1GCDC14K6PZ152798	-	0.00
		1993 GMC 1500 Stakebed, VIN #1GTEC14KOPE501496	-	0.00
		1994 Freightliner Eldorado Bus, VIN #4CDK56E27S2107835	-	0.00
		1994 Chevy 2500 Pickup, VIN #1GCFC24H4RZ279619	-	0.00
		1995 Cadillac Seville, VIN #1G6KS52Y7SU827415	-	0.00
		1996 Dodge Caravan, VIN #2B4FP2534TR711602	-	0.00
		1997 Freightliner Goshen Bus, VIN #4UZABFAD8VC715189	-	0.00
		1997 Freightliner Goshen Bus, VIN #4UZABFAD4VC715187	-	0.00
		1997 Ford ClubWagon, VIN #1FBJS31L3VHA73708	-	0.00
		1997 Ford ClubWagon, VIN #1FBJS31L3VHA66757	-	0.00

Sub-Total > 0.00
(Total of this page)

Sheet 3 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Herbst Gaming, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		1997 Ford F350 Stakebed, VIN #1FDJF37G4VEA03707	-	0.00
		1997 Proline Power Washer SN #971536	-	0.00
		1997 John Deere Gator WOO4X2X006991	-	0.00
		1998 GMC Pickup 2500, VIN #1GTGC29R5WE512948	-	0.00
		1998 Dodge 1500 RAM, VIN #1B7HE16Y5WS727368	-	776.74
		1998 Chevy HG3500, VIN #1GCHG35R4W1009729	-	0.00
		1999 Ford F350 Flatbed, VIN #1FDWF36L3XED86109	-	0.00
		1999 Ford E350 Pickup, VIN #1FDWE37L3XHA82486	-	0.00
		1999 GMC 6500 Refr, VIN #1GDJ6H1C8XJ511224	-	0.00
		1999 Dodge Caravan, VIN #2BFP253XXR170187	-	0.00
		1999 Cushman White Truck	-	0.00
		2000 Chevy C1500, VIN #1GCE25V6YE358508	-	0.00
		2000 Ford Ranger Xtr Cab, VIN #1FTYR14V9YPB44802	-	0.00
		2000 Chevy S10 Pickup, VIN #1GCCS14W5Y8114097	-	0.00
		2000 Chev S10 Pickup, VIN #1GCCS1457YK221078	-	0.00
		2000 Ford F150XL Pickup, VIN #1FTZX1721YKB50067	-	0.00
		2000 Chevy 3500, VIN #1GCHG35R5Y1155852	-	0.00
		2001 Ford Ranger Xtr Cab Pickup, VIN #1FTYR10U91TA76415	-	712.55
		2001 Dodge Dakota Pickup, VIN #1B7FL26XX1S211911	-	0.00
		2001 Dodge Ram 1500 Pickup, VIN #1B7HC16X51S293971	-	0.00

Sub-Total > **1,489.29**
(Total of this page)

Sheet 4 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		2001 Lincoln Towncar, VIN #1L1FM81W71Y673805	-	0.00
		2001 Lincoln Towncar, VIN #1L1FM81W21Y673811	-	0.00
		2001 Cushman Flat Bed	-	0.00
		2001 International 4700 Box Truck, VIN #1HTSCAAMX381904	-	0.00
		2002 Chevy Astro Van, VIN #1GCDM19XX28101730	-	776.76
		2002 Ford Ranger Super Pickup, VIN #1FTYR14U02PA89865	-	0.00
		2002 Saturn SL1 4dr, VIN #1G8ZH54852Z173275	-	0.00
		2003 Ford Ranger Pickup, VIN #1FTYR10U03P865110	-	0.00
		2003 GMC S-10 Pickup, VIN #1GTCS14H038152671	-	0.00
		2003 Ford F350DTymco Street Sweeper, VIN #1FWDF36PX3ED59874	-	0.00
		2003 Ford 550 Pickup, VIN #1FDAE55F33HA49775	-	14,208.64
		2004 Ford F650SD Truck, VIN #3FRNF65J74V680391	-	0.00
		2004 Freightliner Concorde, VIN #4UZAAZDD54CN32122	-	0.00
		2004 Freightliner Concorde, VIN #4UZAAZDD54CN32122	-	0.00
		2005 Chevy C5500 C5V042, VIN #1BGE5V1295F531212	-	19,980.90
		JLG Manlift	-	0.00
		Bob Cat	-	0.00
		Cushman Golf Cart	-	0.00
		Whisper watt gen	-	0.00
		Sky Trak Forklift	-	0.00

Sub-Total > **34,966.30**
(Total of this page)

Sheet 5 of 6 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		International Dump Truck, VIN #1HTSDAAN9TH354539	-	0.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		Construction in Progress	-	67,504.65
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	67,504.65
(Total of this page)	
Total >	891,043.50

(Report also on Summary of Schedules)

Sheet 6 of 6 continuation sheets attached
to the Schedule of Personal Property

B6C (Official Form 6C) (12/07)

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE C - PROPERTY CLAIMED AS EXEMPTDebtor claims the exemptions to which debtor is entitled under:
(Check one box)

- ☐ 11 U.S.C. §522(b)(2)
☒ 11 U.S.C. §522(b)(3)

☐ Check if debtor claims a homestead exemption that exceeds
 \$136,875.

Description of Property

Specify Law Providing
Each ExemptionValue of
Claimed
ExemptionCurrent Value of
Property Without
Deducting Exemption**NONE.**

B6D (Official Form 6D) (12/07)

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H W J C					
Account No.							
Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890	X						
		Value \$				847,960,000.00	Unknown
Account No.							
		Value \$					
Account No.							
		Value \$					
Account No.							
		Value \$					
Subtotal (Total of this page)						847,960,000.00	0.00
Total (Report on Summary of Schedules)						847,960,000.00	0.00

0 continuation sheets attached

In re Herbst Gaming, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6F (Official Form 6F) (12/07)

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W	J				
Account No.								
7% Senior Subord. Notes due 11/15/12 U.S. Bank, N.A. Attn: Corporate Trust Dept. 60 Livingston Ave. Saint Paul, MN 55107-2292	X	-						170,000,000.00
Account No.								
8 1/8 % Senior Subord. Notes due 6/1/12 c/o U.S. Bank, N.A. Attn: Frank Leslie 60 Livingston Ave. Saint Paul, MN 55107-2292	X	-						160,000,000.00
Account No.								
Casey Cavin c/o Patrick J. Murphy, Esq. 1100 East Bridger Avenue Las Vegas, NV 89101	-				X	X	X	Unknown
Account No. xxxxxx8640								
Donald Phillips 867 Lamb, #106 Las Vegas, NV 89110	-				X	X	X	Unknown
Subtotal (Total of this page)								330,000,000.00

2 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			10/21/08				
KMart Corporation c/o Susan M. Sherrod, Esq. Akin, Winner & Sherrod 1117 S. Rancho Dr. Las Vegas, NV 89102	X	-	Pending lawsuit for breach of contract	X	X	X	Unknown
Account No. xxxxxx7668			Personal Injury claimant				
Lathan Dilger 361 Huracan Street Pahrump, NV 89048	-			X	X	X	Unknown
Account No.			Pending personal injury lawsuit in the District Court, Clark County, Nevada; case no. 08-A574955				
Patrick Sims c/o David J. Churchill, Esq. Justice Injury Lawyers 400 S. Fourth Street, Ste. 270 Las Vegas, NV 89101	-			X	X	X	Unknown
Account No.			Judgment Creditor				
Paul Roshetki c/o Adam Levine, Esq. Daniel Marks Law Office 302 E. Carson Ave., Ste 702 Las Vegas, NV 89101	-			X	X	X	1,342,662.00
Account No.			Pending United States District Court Case.				
United Coin Machine, Co. c/o Michael Rounds, Esq. 5371 Kietzke Lane Reno, NV 89511	-			X	X	X	Unknown

Subtotal

(Total of this page)

1,342,662.00Sheet no. **1** of **2** sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Herbst Gaming, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890		-				Unknown
Account No.						
Account No.						
Account No.						
Account No.						

Sheet no. 2 of 2 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

0.00

Total
(Report on Summary of Schedules)

331,342,662.00

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Alex "Sandee" Cruden c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Salary Continuation Agreement dated 1/7/05
Chris Kemper c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 1/1/05
Edward J. Herbst c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated March 7, 2008
Ferenc B. Szony c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement
George C. Congdon c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 6/14/02
Herbst Grandchildren's Trust Attn: Jerry E. Herbst, Trustee 5195 Las Vegas Blvd So. Las Vegas, NV 89119	Lease Agreement dated November 27, 2002; Herbst Gaming, Inc. a s Lessee of that certain real property including warehouse and office building, and convenience store whose addresses are 5775 S. Polaris and 3475 W. Russell Rd., Las Vegas, Nevada 89118; and that unimproved property whose street address is 3560 W. Russell Rd., Las Vegas, NV 89118
Mark A. Sterberns, Sr. c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89109	Excutive Employment Agreement
Mary E. Higgins c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Matthew Osa c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 1/1/05
Mike A. Puggi c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 2/14/07
Robert Medeiros c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 5/16/06
Sean T. Higgins c/o Herbst Gaming, Inc. 3440 W. Russell Rd. Las Vegas, NV 89118	Executive Employment Agreement dated 1/1/05.
Terrible Herbst, Inc. Attn: Managing Member 5195 S. Las Vegas Blvd. Las Vegas, NV 89119	Advertising Purchase Agreement dated 01/07/09; Debtor to purchase advertising time on Terrible Herbst, Inc.'s network located in gas stations
Terrible Herbst, Inc. Attn: Managing Member 5195 S. Las Vegas Blvd. Las Vegas, NV 89118	Trademark License Agreement dated 08/24/01; Herst Gaming, Inc. as Licensee of the marks "TERRIBLE HERBST," "TERRIBLES" and the "Bay Guy Logo"
Terrible Herbst, Inc. c/o Jerry Herbst 5195 Las Vegas Blvd So. Las Vegas, NV 89119	Amended and Restated Shared Services Agreement dated 1/16/09
US Bank National Association c/o Sara Bruggeman, Esq. 2200 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402-3901	Treasury Management Services Agreement

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
All Co-debtors as listed below	7% Senior Subord. Notes due 11/15/12 U.S. Bank, N.A. Attn: Corporate Trust Dept. 60 Livingston Ave. Saint Paul, MN 55107-2292
All Co-debtors as listed below	8 1/8 % Senior Subord. Notes due 6/1/12 c/o U.S. Bank, N.A. Attn: Frank Leslie 60 Livingston Ave. Saint Paul, MN 55107-2292
California Prospectors, Ltd.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Cardivan Company	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Cardivan Company	KMart Corporation c/o Susan M. Sherrod, Esq. Akin, Winner & Sherrod 1117 S. Rancho Dr. Las Vegas, NV 89102
Corral Coin, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Corral Country Coin, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Dayton Gaming, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
E-T-T Enterprises, LLC	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
E-T-T, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Flamingo Paradise Gaming, LLC	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
HGI-Lakeside, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
HGI-Mark Twain, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
HGI-St. Jo, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Last Chance, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Market Gaming, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Plantation Investments, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
The Primadonna Company, LLC	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
The Sands Regent	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890
Zante, Inc.	Wilmington Trust Company Attn: James A. Hanley Rodney Square North 1100 North Market Street Wilmington, DE 19890

B61 (Official Form 61) (12/07)

In re **Herbst Gaming, Inc.**

Case No. _____

Debtor(s)

SCHEDULE I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S): None.	AGE(S):
Employment:	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How long employed		
Address of Employer		

INCOME: (Estimate of average or projected monthly income at time case filed)

1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)

2. Estimate monthly overtime

DEBTOR	SPOUSE
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>

3. SUBTOTAL

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

4. LESS PAYROLL DEDUCTIONS

a. Payroll taxes and social security

b. Insurance

c. Union dues

d. Other (Specify): _____

\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>

5. SUBTOTAL OF PAYROLL DEDUCTIONS

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

6. TOTAL NET MONTHLY TAKE HOME PAY

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

7. Regular income from operation of business or profession or farm (Attach detailed statement)

8. Income from real property

9. Interest and dividends

10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above

11. Social security or government assistance

(Specify): _____

\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>

12. Pension or retirement income

13. Other monthly income

(Specify): _____

\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>
\$ <u>0.00</u>	\$ <u>0.00</u>

14. SUBTOTAL OF LINES 7 THROUGH 13

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14)

\$ <u>0.00</u>	\$ <u>0.00</u>
----------------	----------------

16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)

\$ <u>0.00</u>	
----------------	--

(Report also on Summary of Schedules and, if applicable, on Statistical Summary of Certain Liabilities and Related Data)

17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:

B6J (Official Form 6J) (12/07)

In re Herbst Gaming, Inc.

Case No. _____

Debtor(s) _____

SCHEDULE J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor's family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

☐ Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

1. Rent or home mortgage payment (include lot rented for mobile home)		\$	<u>0.00</u>
a. Are real estate taxes included?	Yes <u> </u> No <u>X</u>		
b. Is property insurance included?	Yes <u> </u> No <u>X</u>		
2. Utilities:		\$	<u>0.00</u>
a. Electricity and heating fuel		\$	<u>0.00</u>
b. Water and sewer		\$	<u>0.00</u>
c. Telephone		\$	<u>0.00</u>
d. Other _____		\$	<u>0.00</u>
3. Home maintenance (repairs and upkeep)		\$	<u>0.00</u>
4. Food		\$	<u>0.00</u>
5. Clothing		\$	<u>0.00</u>
6. Laundry and dry cleaning		\$	<u>0.00</u>
7. Medical and dental expenses		\$	<u>0.00</u>
8. Transportation (not including car payments)		\$	<u>0.00</u>
9. Recreation, clubs and entertainment, newspapers, magazines, etc.		\$	<u>0.00</u>
10. Charitable contributions		\$	<u>0.00</u>
11. Insurance (not deducted from wages or included in home mortgage payments)		\$	<u>0.00</u>
a. Homeowner's or renter's		\$	<u>0.00</u>
b. Life		\$	<u>0.00</u>
c. Health		\$	<u>0.00</u>
d. Auto		\$	<u>0.00</u>
e. Other _____		\$	<u>0.00</u>
12. Taxes (not deducted from wages or included in home mortgage payments)		\$	<u>0.00</u>
(Specify) _____		\$	<u>0.00</u>
13. Installment payments: (In chapter 11, 12, and 13 cases, do not list payments to be included in the plan)		\$	<u>0.00</u>
a. Auto		\$	<u>0.00</u>
b. Other _____		\$	<u>0.00</u>
c. Other _____		\$	<u>0.00</u>
14. Alimony, maintenance, and support paid to others		\$	<u>0.00</u>
15. Payments for support of additional dependents not living at your home		\$	<u>0.00</u>
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)		\$	<u>0.00</u>
17. Other _____		\$	<u>0.00</u>
Other _____		\$	<u>0.00</u>

18. AVERAGE MONTHLY EXPENSES (Total lines 1-17. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

\$ 0.00

19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:

20. STATEMENT OF MONTHLY NET INCOME

a. Average monthly income from Line 15 of Schedule I	\$	<u>0.00</u>
b. Average monthly expenses from Line 18 above	\$	<u>0.00</u>
c. Monthly net income (a. minus b.)	\$	<u>0.00</u>

B6 Declaration (Official Form 6 - Declaration). (12/07)

United States Bankruptcy Court
District of Nevada

In re Herbst Gaming, Inc.

Debtor(s)

Case No. _____

Chapter

11


DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Secretary/Treasurer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 22 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature


Troy D. Herbst
Secretary/Treasurer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Nevada**

In re **Herbst Gaming, Inc.**

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None ☒ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$19,746.43

SOURCE
2007- Misc. income

3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Exhibit A		\$0.00	\$0.00

None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
KMart Corporation v. Cardivian Company and Herbst Gaming, Inc.; Case No. 08-01436-RCJ-LRL;	Breach of Contract	United States District Court, District of Nevada, Las Vegas	Pending
Paul Roshetki v. Herbst Gaming, Inc.	Contract dispute/wrongful termination.	Arbitration	Pending
Monet Carter v. Herbst Gaming, Inc.; Case No. A56861	Disputed Claim of a Minor	8th Judicial District Court, District of Nevada	Order entered on 1/26/09
United Coin Machine, Co. v. Ardent Progressive System Games, et al.; Case No. 03- cv-00466	Patent Infringement	United States District Court, District of Nevada, Las Vegas	Pending

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION Steven Horsford, State Senate #4	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT March 2008	DESCRIPTION AND VALUE OF GIFT Campaign Contrirubution - \$1,500
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NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Committee to Elect Paul Aizley		December 2008	Campaign Contribution - \$250.00
Barbara Buckley Campaign		December 2008	Campaign Contribution - \$1,000.00
Friends of Steven Horsford		December 2008	Campaign Contribution - \$1,000.00
Marilyn Dondero Loop Campaign		December 2008	Campaign Contribution - \$250.00
Committee to Elect April Mastroluca		December 2008	Campaign Contribution - \$250.00
Friends of Ellen Barre Spiegel		December 2008	Campaign Contribution - \$250.00
Bishop Gorman High School		August 2008	Donation - \$1,500.00
Premier 95 Soccer		September 2008	Donation - \$3,000.00

8. Losses

None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Gordon Silver	04/09/08	24,862.50
3960 Howard Hughes Parkway	05/07/08	20,619.00
Ninth Floor	05/07/08	30,033.65
Las Vegas, NV 89169	06/10/08	77,641.50
	07/09/08	47,994.90
	08/08/08	66,898.44
	09/09/08	36,505.07
	10/08/08	46,015.29
	11/10/08	40,904.54
	12/11/08	45,489.25
	01/08/09	63,565.36
	01/09/09	12,467.50
	02/10/09	24,492.50
	02/10/09	48,747.86
	03/09/09	169,741.52
	03/20/09	214,895.00

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☐ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None



a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Market Gaming, Inc.	88-0314674	3440 W. Russell Rd. Las Vegas, NV 89118		
Flamingo Paradise Gaming, LLC	88-0446131	3440 W. Russell Rd. Las Vegas, NV 89118	Hotel and Casino	
E-T-T Enterprises	88-0380213	3440 W. Russell Rd. Las Vegas, NV 89118		
HGI-Mark Twain, Inc.	20-1455361	3440 W. Russell Rd. Las Vegas, NV 89118		
HGI-Lakeside, Inc.	20-1455429	3440 W. Russell Rd. Las Vegas, NV 89118		
HGI-St. Jo, Inc.	20-1455320	3440 W. Russell Rd. Las Vegas, NV 89118		
The Sands Regent	88-0201135	3440 W. Russell Rd. Las Vegas, NV 89118	Hotel and Casino	
E-T-T, Inc.	88-0314675	3440 W. Russell Rd. Las Vegas, NV 89118		
The Primadonna Company, LLC				

None



b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Mary Elizabeth Higgins, CFO
Herbst Gaming, Inc.
3440 W. Russell Rd.
Las Vegas, NV 89118

DATES SERVICES RENDERED

2000 to present

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Deloitte & Touche, LLP

ADDRESS

Attn: Tom Walker
3773 Howard Hughes Parkway
Las Vegas, NV 89169

DATES SERVICES RENDERED

2000 to present

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

N/A

ADDRESS

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

Securities and Exchange Commission
100 F. Street, NE
Washington, DC 20549

DATE ISSUED

Quarterly/Annually

Wilmington Trust Company
Attn: James A. Hanley
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Monthly

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS**21. Current Partners, Officers, Directors and Shareholders**

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Edward J. Herbst 5195 Las Vegas Blvd. So. Las Vegas, NV 89119	Director	
Troy D. Herbst 5195 Las Vegas Blvd. So. Las Vegas, NV 89119	Secretary/Treasurer	
Ferenc J. Szony 3440 W. Russell Rd. Las Vegas, NV 89118	President	

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Timothy P. Herbst 5195 Las Vegas Blvd. So. Las Vegas, NV 89119	Director	
John Brewer 5195 Las Vegas Blvd. So. Las Vegas, NV 89119	Director	

23. Withdrawals from a partnership or distributions by a corporation

- None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

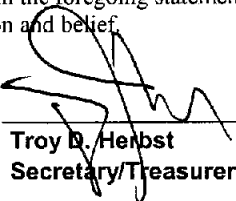
NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date _____

Signature _____


Troy D. Herbst
Secretary/Treasurer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
District of Nevada

In re **Herbst Gaming, Inc.**
 Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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None

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Secretary/Treasurer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date _____

Signature _____
Troy D. Herbst
Secretary/Treasurer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C §§ 152 and 3571.

EXHIBIT A

No. 3(a) Statement of Financial Affairs

HGI

Check Number	Vendor ID	Vendor Check Name	Check Date	Checkbook ID	Audit Trail Code	Amount
8152	MER001	MERRILL COMMUNICATIONS LLC	12/23/2008	USB	PMCHK00001859	\$522.50
8153	PAC001	PAGE, NICOLE	12/23/2008	USB	PMCHK00001859	\$358.40
8154	GEN001	GENESYS CONFERENCING	12/23/2008	USB	PMCHK00001859	\$628.13
8155	HBS001	HORIZON BUSINESS SYSTEMS	12/23/2008	USB	PMCHK00001859	\$44.20
8156	DON001	DONELSON, JANICE	12/23/2008	USB	PMCHK00001859	\$672.00
8157	MCD001	MCDONALD-CARANO-WILSON LLP	12/23/2008	USB	PMCHK00001859	\$1,401.46
8158	WEI001	WEIDE & MILLER LTD.	12/23/2008	USB	PMCHK00001859	\$4,298.30
8159	COR002	PAUL CORNBLETH	12/23/2008	USB	PMCHK00001859	\$135.21
8160	VAL001	VALLI, TODD Employee	12/23/2008	USB	PMCHK00001859	\$125.54
W3556	GIB001	GIBSON, DUNN, AND CRUTCHER	12/23/2008	USB	PMCHK00001867	\$66,356.26
W3557	MIL002	MILLBANK, TWEED, HADLEY & MC C	12/23/2008	USB	PMCHK00001868	\$97,154.86
W3558	GOL005	GOLDMAN, SACHS & CO.	12/23/2008	USB	PMCHK00001869	\$258,721.71
W3559	DEL001	DELOITTE & TOUCHE LLP	12/23/2008	USB	PMCHK00001870	\$12,572.00
W3560	XRO001	X ROADS SOLUTIONS GROUP, LLC	12/23/2008	USB	PMCHK00001871	\$57,015.51
8161	TER001	TERRIBLE HERBST OIL COMPANY	12/24/2008	USB	PMCHK00001875	\$60,000.00
8162	LOO001	LOOMIS COMPANY	12/29/2008	USB	PMCHK00001860	\$188,750.50
8163	BEE003	BEECHER CARLSON	12/29/2008	USB	PMCHK00001860	\$15,000.00
8164	HOR003	FRIENDS OF STEVEN HORSFORD	12/29/2008	USB	PMCHK00001872	\$1,000.00
8165	BUC004	BARBARA BUCKLEY CAMPAIGN	12/29/2008	USB	PMCHK00001872	\$1,000.00
8166	AIZ001	COMMITTEE TO ELECT PAUL AIZLEY	12/29/2008	USB	PMCHK00001872	\$250.00
8167	SPI001	FRIENDS OF ELLEN BARRE SPIEGEL	12/29/2008	USB	PMCHK00001872	\$250.00
8168	LOO002	MARILYN DONDERO LOOP CAMPAIGN	12/29/2008	USB	PMCHK00001872	\$250.00
8169	MAS002	COMMITTEE TO ELECT APRIL MASTR	12/29/2008	USB	PMCHK00001872	\$250.00
8170	JON001	JONES VARGAS	12/30/2008	USB	PMCHK00001873	\$30,213.17
8172	BAL002	BALDWIN, RICHARD	12/30/2008	USB	PMCHK00001873	\$7,500.00
8173	MER001	MERRILL COMMUNICATIONS LLC	12/30/2008	USB	PMCHK00001873	\$1,562.12
8174	BAL002	BALDWIN, RICHARD	12/31/2008	USB	PMCHK00001874	\$5,000.00
8177	INT001	INTERNAL REVENUE SERVICE	12/31/2008	USB	PMCHK00001879	\$94,268.07
W3570	SMA001	SMA SURETY, INC.	12/31/2008	USB	PMCHK00001895	\$600,000.00
8181	SMI004	SMITH'S FOOD & DRUG CENTERS	1/1/2009	USB	PMCHK00001882	\$1,063,500.00
8182	WIN001	WINCO FOODS, INC.	1/1/2009	USB	PMCHK00001882	\$24,000.00
8183	CVS001	NEVADA CVS PHARMACY, LLC	1/1/2009	USB	PMCHK00001882	\$270,000.00
8184	SAV001	SAVE MART SUPERMARKETS	1/1/2009	USB	PMCHK00001882	\$105,000.00
8185	ALB001	ALBERTSON'S, INC.	1/5/2009	USB	PMCHK00001883	\$1,856,475.00
8186	SAF002	SAFEWAY, INC.	1/5/2009	USB	PMCHK00001883	\$84,982.00
8187	VON001	THE VONS COMPANY	1/5/2009	USB	PMCHK00001883	\$567,430.00
8188	KMA002	K-MART CORPORATION	1/5/2009	USB	PMCHK00001883	\$37,500.00
8175	EMB001	EMBARQ	1/7/2009	USB	PMCHK00001876	\$9,843.09
8176	EMB001	EMBARQ	1/7/2009	USB	PMCHK00001876	\$9,823.10
8178	BRE001	JOHN BREWER	1/7/2009	USB	PMCHK00001880	\$10,000.00
8179	ORE001	O'REILLY, JOHN	1/7/2009	USB	PMCHK00001880	\$10,000.00
8180	BEE003	BEECHER CARLSON	1/7/2009	USB	PMCHK00001881	\$49,833.00
W3581	USB005	CORPORATE PAYMENT SYSTEMS	1/9/2009	USB	PMCHK00001919	\$20,978.10
8189	TRI002	TRICOR AMERICA, INC.	1/12/2009	USB	PMCHK00001886	\$1,700.22
8190	COR002	PAUL CORNBLETH	1/12/2009	USB	PMCHK00001886	\$37.46
8191	BAE001	ANON BAEZ DBA BAEZ DESIGN	1/12/2009	USB	PMCHK00001886	\$3,666.67
8192	SKA001	THE SKANCKE COMPANY	1/12/2009	USB	PMCHK00001886	\$5,000.00
W3565	ROP001	ROPES & GRAY	1/13/2009	USB	PMCHK00001888	\$4,510.00
W3566	XRO001	X ROADS SOLUTIONS GROUP, LLC	1/13/2009	USB	PMCHK00001889	\$56,407.50
W3567	SKA002	SKADDEN, ARPS, SLATE MEAGHER &	1/13/2009	USB	PMCHK00001890	\$64,887.65
W3568	HOU001	HOULIHAN LOKEY HOWARD & ZUKIN	1/13/2009	USB	PMCHK00001891	\$150,252.87
8193	CAN001	JENIFER CANNON	1/14/2009	USB	PMCHK00001887	\$579.59
8194	JBS001	JBS, INC	1/14/2009	USB	PMCHK00001887	\$2,417.91
8195	JOH001	JOHNSON JACOBSON WILCOX	1/14/2009	USB	PMCHK00001887	\$28,500.00
8196	GOR001	GORDON & SILVER, LTD.	1/14/2009	USB	PMCHK00001892	\$12,497.50
W3569	MIL002	MILLBANK, TWEED, HADLEY & MC C	1/14/2009	USB	PMCHK00001893	\$66,145.07
8197	BAN006	BANK DIRECT CAPITAL FINANCE, L	1/15/2009	USB	PMCHK00001894	\$142,731.36
8198	MOR006	MOROWITZ GAMING ADVISORS, LLC	1/15/2009	USB	PMCHK00001894	\$22,478.55
8199	LEW001	LEWIS AND ROCA LAWYERS, LLP	1/15/2009	USB	PMCHK00001894	\$17,935.33

8200	BBD001	BLITZ, BARDGETT & DEUTSCH, L.	1/15/2009	USB	PMCHK00001894	\$7,767.50
W3571	INT001	INTERNAL REVENUE SERVICE	1/16/2009	USB	PMCHK00001896	\$94,352.65
8201	STA001	STANDARD & POOR'S	1/23/2009	USB	PMCHK00001897	\$17,000.00
8202	SMI005	SMA SURETY, INC. dba SMITH MAN	1/23/2009	USB	PMCHK00001897	\$250.00
8203	JBS001	JBS, INC	1/23/2009	USB	PMCHK00001897	\$1,254.21
8204	RES001	RESOURCES GLOBAL PROFESSIONALS	1/23/2009	USB	PMCHK00001897	\$6,479.98
8205	DON001	DONELSON, JANICE	1/23/2009	USB	PMCHK00001897	\$688.00
8206	KLE001	HELEN KLEINA	1/23/2009	USB	PMCHK00001897	\$235.46
W3579	INT001	INTERNAL REVENUE SERVICE	1/29/2009	USB	PMCHK00001909	\$92,702.28
8209	RES001	RESOURCES GLOBAL PROFESSIONALS	1/30/2009	USB	PMCHK00001899	\$6,445.13
8210	JON001	JONES VARGAS	1/30/2009	USB	PMCHK00001899	\$10,328.00
8211	WEI001	WEIDE & MILLER LTD.	1/30/2009	USB	PMCHK00001899	\$3,615.00
8212	TER001	TERRIBLE HERBST OIL COMPANY	1/30/2009	USB	PMCHK00001899	\$13,960.31
8213	LEV002	LEVY AD GROUP dba LEVY PRODUCT	1/30/2009	USB	PMCHK00001900	\$8,250.00
8214	NEV003	NEVADA DEPARTMENT OF TAXATION	2/2/2009	USB	PMCHK00001908	\$11,433.56
8215	NEV004	NEVADA EMPLOYMENT SECURITY DEP	2/2/2009	USB	PMCHK00001908	\$120.39
8234	WIN001	WINCO FOODS, INC.	2/2/2009	USB	PMCHK00001917	\$24,000.00
8235	SMI004	SMITH'S FOOD & DRUG CENTERS	2/2/2009	USB	PMCHK00001917	\$1,063,500.00
8236	CVS001	NEVADA CVS PHARMACY, LLC	2/2/2009	USB	PMCHK00001917	\$270,000.00
8237	SAV001	SAVE MART SUPERMARKETS	2/2/2009	USB	PMCHK00001917	\$105,000.00
W3572	DEL001	DELOITTE & TOUCHE LLP	2/2/2009	USB	PMCHK00001901	\$64,330.00
W3573	GIB001	GIBSON, DUNN, AND CRUTCHER	2/2/2009	USB	PMCHK00001902	\$56,696.71
W3574	SIT001	SITRICK AND COMPANY INC.	2/2/2009	USB	PMCHK00001903	\$91,013.36
W3575	XRO001	X ROADS SOLUTIONS GROUP, LLC	2/2/2009	USB	PMCHK00001904	\$62,990.28
W3576	HOU001	HOULIHAN LOKEY HOWARD & ZUKIN	2/2/2009	USB	PMCHK00001905	\$154,104.86
W3577	MIL002	MILLBANK, TWEED, HADLEY & MC C	2/2/2009	USB	PMCHK00001906	\$95,740.06
W3578	GOL005	GOLDMAN, SACHS & CO.	2/2/2009	USB	PMCHK00001907	\$260,738.75
8216	EMB001	EMBARQ	2/4/2009	USB	PMCHK00001910	\$4,050.33
8217	EMB001	EMBARQ	2/4/2009	USB	PMCHK00001911	\$9,936.85
W3580	INT001	INTERNAL REVENUE SERVICE	2/4/2009	USB	PMCHK00001915	\$56.00
8218	ODD001	ODDONES INTERACTIVE	2/5/2009	USB	PMCHK00001912	\$6,448.00
8219	BRE001	JOHN BREWER	2/6/2009	USB	PMCHK00001913	\$10,000.00
8220	ORE001	O'REILLY, JOHN	2/6/2009	USB	PMCHK00001913	\$10,000.00
8221	TER001	TERRIBLE HERBST OIL COMPANY	2/6/2009	USB	PMCHK00001914	\$3,626.17
8222	TRI002	TRICOR AMERICA, INC.	2/6/2009	USB	PMCHK00001914	\$1,747.88
8223	JON001	JONES VARGAS	2/6/2009	USB	PMCHK00001914	\$24,928.53
8224	SKA001	THE SKANCKE COMPANY	2/6/2009	USB	PMCHK00001914	\$5,000.00
8225	DUN001	LARRY DUNN	2/6/2009	USB	PMCHK00001914	\$57.00
8226	COR002	PAUL CORNBLETH	2/6/2009	USB	PMCHK00001914	\$19.25
8227	MER001	MERRILL COMMUNICATIONS LLC	2/6/2009	USB	PMCHK00001914	\$467.00
8228	MCD001	MCDONALD-CARANO-WILSON LLP	2/6/2009	USB	PMCHK00001914	\$3,942.02
8229	DEL002	DELL MARKETING L.P.	2/6/2009	USB	PMCHK00001914	\$50.63
8232	BEE003	BEECHER CARLSON	2/6/2009	USB	PMCHK00001916	\$49,833.00
8233	BAN006	BANK DIRECT CAPITAL FINANCE, L	2/6/2009	USB	PMCHK00001916	\$142,731.36
8238	ALB001	ALBERTSON'S, INC.	2/9/2009	USB	PMCHK00001918	\$1,766,796.42
8239	KMA002	K-MART CORPORATION	2/9/2009	USB	PMCHK00001918	\$37,500.00
8240	SAF002	SAFEWAY, INC.	2/9/2009	USB	PMCHK00001918	\$84,982.00
8241	VON001	THE VONS COMPANY	2/9/2009	USB	PMCHK00001918	\$567,430.00
W3589	USB005	CORPORATE PAYMENT SYSTEMS	2/9/2009	USB	PMCHK00001941	\$16,850.61
W3587	INT001	INTERNAL REVENUE SERVICE	2/12/2009	USB	PMCHK00001929	\$89,000.70
8242	BAE001	ANON BAEZ DBA BAEZ DESIGN	2/13/2009	USB	PMCHK00001920	\$3,666.67
8243	NIC001	MARK NICHOLS	2/13/2009	USB	PMCHK00001920	\$1,504.40
8244	HBS001	HORIZON BUSINESS SYSTEMS	2/13/2009	USB	PMCHK00001920	\$1,507.70
8245	THO001	THOMSON FINANCIAL CORPORATE GR	2/13/2009	USB	PMCHK00001920	\$3,204.00
8246	JOH001	JOHNSON JACOBSON WILCOX	2/13/2009	USB	PMCHK00001920	\$10,700.00
8247	SKA001	THE SKANCKE COMPANY	2/18/2009	USB	PMCHK00001921	\$5,000.00
8248	JON001	JONES VARGAS	2/18/2009	USB	PMCHK00001921	\$5,000.00
8250	TEC001	TECTURA	2/19/2009	USB	PMCHK00001922	\$84,976.39
W3582	DEL001	DELOITTE & TOUCHE LLP	2/19/2009	USB	PMCHK00001924	\$31,730.00
W3583	ROP001	ROPES & GRAY	2/19/2009	USB	PMCHK00001924	\$1,554.00
W3585	SKA002	SKADDEN, ARPS, SLATE MEAGHER &	2/19/2009	USB	PMCHK00001924	\$88,814.90

W3586	XRO001	X ROADS SOLUTIONS GROUP, LLC	2/19/2009	USB	PMCHK00001925	\$33,685.87
8251	GOR001	GORDON & SILVER, LTD.	2/20/2009	USB	PMCHK00001923	\$24,492.50
8252	LEW001	LEWIS AND ROCA LAWYERS, LLP	2/20/2009	USB	PMCHK00001923	\$8,121.19
8253	ARN001	ARNOLD, CHARLES DBA ARNOLD AND	2/24/2009	USB	PMCHK00001926	\$3,000.00
8254	BOA001	BOARD OF CONTINUING LEGAL EDUC	2/25/2009	USB	PMCHK00001927	\$40.00
8255	BRO006	BROWN, YOLANDA Employee	2/25/2009	USB	PMCHK00001927	\$30.00
8256	VAL001	VALLI, TODD Employee	2/25/2009	USB	PMCHK00001927	\$119.33
8257	GEN001	GENESYS CONFERENCING	2/25/2009	USB	PMCHK00001927	\$1,032.24
8258	KLE001	HELEN KLEINA	2/25/2009	USB	PMCHK00001927	\$288.49
8259	DON001	DONELSON, JANICE	2/25/2009	USB	PMCHK00001927	\$1,440.00
8260	BEE003	BEECHER CARLSON	2/25/2009	USB	PMCHK00001927	\$49,833.00
8261	MCD001	MCDONALD-CARANO-WILSON LLP	2/25/2009	USB	PMCHK00001927	\$6,126.32
8262	GOR001	GORDON & SILVER, LTD.	2/25/2009	USB	PMCHK00001927	\$999.00
8263	TEC001	TECTURA	2/25/2009	USB	PMCHK00001928	\$3,240.47
W3588	INT001	INTERNAL REVENUE SERVICE	2/26/2009	USB	PMCHK00001930	\$84,287.26
8268	WIN001	WINCO FOODS, INC.	3/2/2009	USB	PMCHK00001931	\$24,000.00
8269	SMI004	SMITH'S FOOD & DRUG CENTERS	3/2/2009	USB	PMCHK00001931	\$1,063,500.00
8270	CVS001	NEVADA CVS PHARMACY, LLC	3/2/2009	USB	PMCHK00001931	\$270,000.00
8271	SAV001	SAVE MART SUPERMARKETS	3/2/2009	USB	PMCHK00001931	\$105,000.00
W3592	XRO001	X ROADS SOLUTIONS GROUP, LLC	3/2/2009	USB	PMCHK00001944	\$47,481.54
W3593	GIB001	GIBSON, DUNN, AND CRUTCHER	3/2/2009	USB	PMCHK00001945	\$64,282.64
W3594	NIX001	NIXON PEABODY LLP	3/2/2009	USB	PMCHK00001946	\$91.00
W3595	XRO001	X ROADS SOLUTIONS GROUP, LLC	3/2/2009	USB	PMCHK00001947	\$82,706.93
W3591	MIL002	MILLBANK, TWEED, HADLEY & MC C	3/4/2009	USB	PMCHK00001943	\$197,291.25
W3597	DEL001	DELOITTE & TOUCHE LLP	3/4/2009	USB	PMCHK00001949	\$90,820.00
W3600	SIE002	SIERRA SOUTHWEST COOPERATIVE S	3/4/2009	USB	PMCHK00001953	\$55,000.00
W3601	HOU001	HOULIHAN LOKEY HOWARD & ZUKIN	3/4/2009	USB	PMCHK00001956	\$154,427.93
W3596	GOR001	GORDON & SILVER, LTD.	3/5/2009	USB	PMCHK00001948	\$112,313.22
8284	ORE001	O'REILLY, JOHN	3/6/2009	USB	PMCHK00001935	\$10,000.00
8285	BRE001	JOHN BREWER	3/6/2009	USB	PMCHK00001935	\$10,000.00
8286	LOO001	LOOMIS COMPANY	3/6/2009	USB	PMCHK00001936	\$21,879.00
8287	RES001	RESOURCES GLOBAL PROFESSIONALS	3/6/2009	USB	PMCHK00001936	\$9,452.58
8288	SMI003	JEFFREY SMITH	3/6/2009	USB	PMCHK00001936	\$424.95
8289	DUN001	LARRY DUNN	3/6/2009	USB	PMCHK00001936	\$545.40
8290	COR002	PAUL CORNBLETH	3/6/2009	USB	PMCHK00001936	\$51.38
8291	DEC001	JOE DECARLO	3/6/2009	USB	PMCHK00001936	\$270.77
8292	MER001	MERRILL COMMUNICATIONS LLC	3/6/2009	USB	PMCHK00001936	\$2,210.35
8293	LEW001	LEWIS AND ROCA LAWYERS, LLP	3/6/2009	USB	PMCHK00001937	\$35,615.33
8294	WEI001	WEIDE & MILLER LTD.	3/6/2009	USB	PMCHK00001938	\$1,531.45
8295	BAN006	BANK DIRECT CAPITAL FINANCE, L	3/6/2009	USB	PMCHK00001938	\$142,731.36
8296	JBS001	JBS, INC	3/6/2009	USB	PMCHK00001938	\$2,417.91
8297	MIS001	MISSOURI GAMING COMMISSION	3/6/2009	USB	PMCHK00001939	\$300.00
8298	SIE001	SIERRA NEVADA ADMINISTRATORS,	3/6/2009	USB	PMCHK00001939	\$1,176.97
8299	EMB001	EMBARQ	3/6/2009	USB	PMCHK00001940	\$9,843.09
8300	EMB001	EMBARQ	3/6/2009	USB	PMCHK00001940	\$9,823.10
W3590	GIB001	GIBSON, DUNN, AND CRUTCHER	3/6/2009	USB	PMCHK00001942	\$225,079.73
8276	ALB001	ALBERTSON'S, INC.	3/8/2009	USB	PMCHK00001933	\$1,577,475.00
8277	KMA002	K-MART CORPORATION	3/8/2009	USB	PMCHK00001933	\$25,000.00
8278	SAF002	SAFEWAY, INC.	3/8/2009	USB	PMCHK00001933	\$84,982.00
8279	VON001	THE VONS COMPANY	3/8/2009	USB	PMCHK00001933	\$556,833.23
8280	KMA002	K-MART CORPORATION	3/8/2009	USB	PMCHK00001934	\$35,000.00
8301	GOR001	GORDON & SILVER, LTD.	3/9/2009	USB	PMCHK00001951	\$646.50
W3598	DEL001	DELOITTE & TOUCHE LLP	3/10/2009	USB	PMCHK00001952	\$5,520.00
W3599	GOR001	GORDON & SILVER, LTD.	3/10/2009	USB	PMCHK00001952	\$169,741.52
8302	RES001	RESOURCES GLOBAL PROFESSIONALS	3/11/2009	USB	PMCHK00001954	\$6,439.23
8303	SKA001	THE SKANCKE COMPANY	3/11/2009	USB	PMCHK00001954	\$5,000.00
8304	BAE001	ANON BAEZ DBA BAEZ DESIGN	3/11/2009	USB	PMCHK00001954	\$6,318.77
8305	TER001	TERRIBLE HERBST OIL COMPANY	3/11/2009	USB	PMCHK00001954	\$3,964.60
W3602	WIL001	WILMINGTON TRUST	3/11/2009	USB	PMCHK00001960	\$8,101,752.49
W3603	XRO001	X ROADS SOLUTIONS GROUP, LLC	3/11/2009	USB	PMCHK00001961	\$159,574.40
8306	TRI002	TRICOR AMERICA, INC.	3/12/2009	USB	PMCHK00001955	\$1,751.32

8307	MOR003	MORAN & ASSOCIATES ATTORNEYS A	3/12/2009	USB	PMCHK00001955	\$3,974.40
8308	SIE001	SIERRA NEVADA ADMINISTRATORS,	3/12/2009	USB	PMCHK00001955	\$6,662.74
8309	KOL001	KOLESA & LEATHAM, CHTD.	3/12/2009	USB	PMCHK00001955	\$270.25
8319	MER001	MERRILL COMMUNICATIONS LLC	3/13/2009	USB	PMCHK00001957	\$3,420.50
8320	DIN001	DINGESS, JENNIFER	3/13/2009	USB	PMCHK00001957	\$250.00
8321	KLE001	HELEN KLEINA	3/13/2009	USB	PMCHK00001957	\$228.45
8322	LIT001	LITTLER MENDELSON, P.C.	3/13/2009	USB	PMCHK00001958	\$11,707.50
8323	BRO006	BROWN, YOLANDA Employee	3/13/2009	USB	PMCHK00001959	\$65.30
8324	TAY001	TAYLOR, KASSI employee	3/13/2009	USB	PMCHK00001959	\$36.04
W3604	SIT001	SITRICK AND COMPANY INC.	3/13/2009	USB	PMCHK00001962	\$7,907.50
W3605	FTI001	FTI CONSULTING, INC.	3/13/2009	USB	PMCHK00001962	\$175,813.79
8325	FRA002	FRANCHISE TAX BOARD	3/14/2009	USB	PMCHK00001963	\$800.00
8326	FRA002	FRANCHISE TAX BOARD	3/14/2009	USB	PMCHK00001964	\$800.00
8327	FRA002	FRANCHISE TAX BOARD	3/14/2009	USB	PMCHK00001965	\$800.00
8328	FRA002	FRANCHISE TAX BOARD	3/14/2009	USB	PMCHK00001966	\$800.00
8329	FRA002	FRANCHISE TAX BOARD	3/14/2009	USB	PMCHK00001967	\$800.00
8330	FRA002	FRANCHISE TAX BOARD	3/14/2009	USB	PMCHK00001968	\$6,000.00
8331	FRA002	FRANCHISE TAX BOARD	3/14/2009	USB	PMCHK00001969	\$6,000.00
8332	FRA002	FRANCHISE TAX BOARD	3/14/2009	USB	PMCHK00001970	\$6,000.00
8335	MIS003	MISSOURI DEPT OF REVENUE	3/14/2009	USB	PMCHK00001972	\$25,000.00
8336	RED001	REDROCK SOFTWARE, LLC.	3/14/2009	USB	PMCHK00001972	\$16,800.00
W3606	DEL001	DELOITTE & TOUCHE LLP	3/17/2009	USB	PMCHK00001973	\$93,005.00
W3607	MIL002	MILLBANK, TWEED, HADLEY & MC C	3/17/2009	USB	PMCHK00001973	\$149,357.59
W3608	IGT001	IGT	3/17/2009	USB	PMCHK00001973	\$50,000.00
W3609	PRM001	THE PRIMADONA COMPANY LLC	3/19/2009	USB	PMCHK00001974	\$390,377.95
W3610	ETT001	ETT, INC.	3/19/2009	USB	PMCHK00001974	\$21,372.99
W3611	FLA002	FLAMING PARADISE GAMING LLC	3/19/2009	USB	PMCHK00001974	\$27,798.17
W3612	LCI001	LAST CHANCE INC.	3/19/2009	USB	PMCHK00001974	\$180,985.00
W3613	DGI001	DAYTON GAMING INC.	3/19/2009	USB	PMCHK00001975	\$5,362.03
W3614	LCI001	LAST CHANCE INC.	3/19/2009	USB	PMCHK00001975	\$4,859.81
W3615	PLA002	PLANTAITON INVESTMENTS	3/19/2009	USB	PMCHK00001975	\$66,183.57
W3616	HSJ001	HGI ST JO'S	3/19/2009	USB	PMCHK00001975	\$23,716.66
W3617	ZAN001	ZANTE INC	3/19/2009	USB	PMCHK00001975	\$44,162.89
W3620	BEE003	BEECHER CARLSON	3/19/2009	USB	PMCHK00001976	\$1,133.00
W3621	BEE003	BEECHER CARLSON	3/19/2009	USB	PMCHK00001976	\$150.00
8337	USB001	US BANK	3/20/2009	USB	PMCHK00001977	\$6,800.00
8338	USB004	U S BANK	3/20/2009	USB	PMCHK00001978	\$6,800.00
8339	USB004	U S BANK	3/20/2009	USB	PMCHK00001979	\$1,140,606.92
8340	USB004	U S BANK	3/20/2009	USB	PMCHK00001981	\$92,461.49

**United States Bankruptcy Court
District of Nevada**

In re **Herbst Gaming, Inc.**

Debtor(s)

Case No.

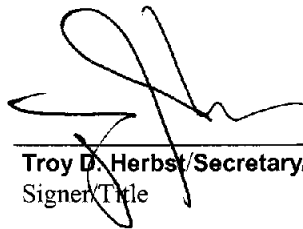
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Secretary/Treasurer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: _____



Troy D. Herbst/Secretary/Treasurer
Signer/Title

SEE MASTER MAILING MATRIX IN MAIN CASE

**United States Bankruptcy Court
District of Nevada**

In re Herbst Gaming, Inc.

Debtor(s)

Case No.

Chapter

11

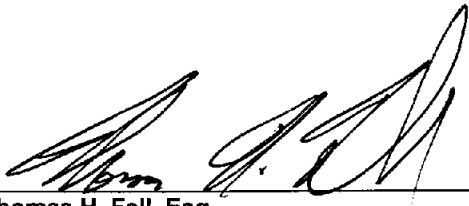
CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Herbst Gaming, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [Check if applicable]

Date

3-22-09


Thomas H. Fell, Esq.

Signature of Attorney or Litigant
Counsel for Herbst Gaming, Inc.

Gordon Silver

3960 Howard Hughes Parkway
Ninth Floor
Las Vegas, NV 89169
(702) 796-5555

United States Bankruptcy Court
District of Nevada

In re Herbst Gaming, Inc.

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>263,531.25 Retainer</u>
Prior to the filing of this statement I have received	\$	<u>263,531.25 Retainer</u>
Balance Due	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: 7/22/09


Thomas H. Fell, Esq.
Gordon Silver
3960 Howard Hughes Parkway
Ninth Floor
Las Vegas, NV 89169
(702) 796-5555